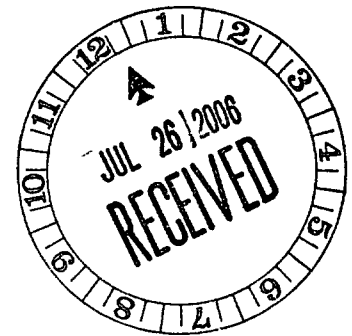




The David J. Joseph Company



July 24, 2006

RECORDATION NO. 26474 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

JUL 26 '06

2-43 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of June 12, 2006 between the following parties:

Lessee: Martin Marietta Materials, Inc.
3019 Riverwatch Parkway
Augusta, Georgia 30907

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of June 12, 2006 related to thirty (30) railcars bearing reporting marks: JTSX 30001 - 30077, sporadic.

Please file this agreement as a primary document. The amount of \$34.00 is included on the enclosed check No. 581594 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

JUL 2 6 '06

2-43 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT SURFACE TRANSPORTATION BOARD**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 12th day of June, 2006, is intended to evidence the lease dated as of June 12, 2006 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **MARTIN MARIETTA MATERIALS, INC.**, a North Carolina corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty (30) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANYBy: Name: James H. GoetzTitle: Executive Vice President & CFODate: June 12, 2006**MARTIN MARIETTA MATERIALS, INC.**By: Name: Richard T. CoachTitle: Asst. Director VP/CMDate: June 14, 2006

STATE OF OHIO)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 12th day of June, 2006, by James H. Goetz, the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Iowa)
COUNTY OF Hardin)

SS:

The foregoing instrument was acknowledged before me this 14th day of June, 2006, by Richard T. Gauck, the Alden District VP/Gen of Martin Marietta Materials, Inc., a North Carolina corporation, on behalf of the corporation.

Janaan K. Harding
Notary Public

My Commission expires:

10-01-08



EXHIBIT A

To the Memorandum of Lease dated June 12, 2006, between The David J. Joseph Company and Martin Marietta Materials, Inc.

DESCRIPTION OF UNITS

Thirty (30) railcars bearing reporting marks:

JTSX	30001
JTSX	30007
JTSX	30009
JTSX	30011
JTSX	30012
JTSX	30015
JTSX	30016
JTSX	30017
JTSX	30018
JTSX	30029
JTSX	30032
JTSX	30035
JTSX	30037
JTSX	30038
JTSX	30042
JTSX	30045
JTSX	30047
JTSX	30048
JTSX	30049
JTSX	30055
JTSX	30058
JTSX	30063
JTSX	30064
JTSX	30065
JTSX	30066
JTSX	30067
JTSX	30072
JTSX	30074
JTSX	30076
JTSX	30077